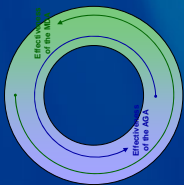


Exhibit F

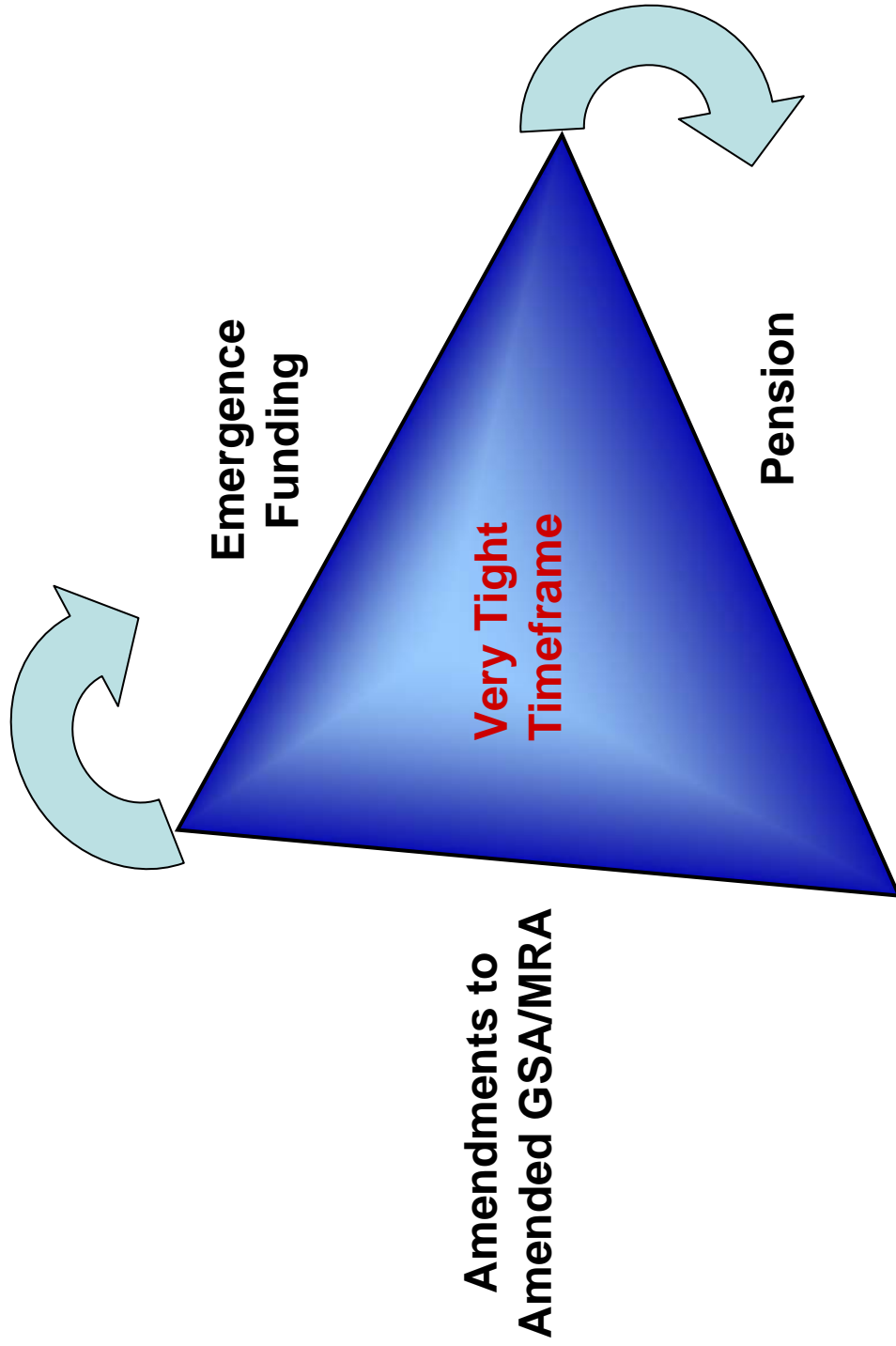


Interrelated Nature Of The Amended GM Arrangement And Master Disposition Agreement

Event	Relation To Amended GM Arrangement (AGA)	Relation To Master Disposition Agreement (MDA)
Entry and Continuing Effectiveness of Interim Order Approving the Amended GM Arrangement by June 10, 2009	<ul style="list-style-type: none"> - Condition to Effectiveness of the AGA (AGA §4.01(f)) - Condition to Tranche C loan advance (AGA §§ 4.04(d)(i), (e)) 	<ul style="list-style-type: none"> - Failure gives rise to a termination right under the MDA by either GM or Delphi (MDA §§ 12.1.3 and 12.1.4)
Any breach of material covenants, obligations or agreements, or continuing events of default under the Amended GM Arrangement or other Delphi-GM liquidity agreements	<ul style="list-style-type: none"> - Conditions to Tranche C loan advances include the existence of no continuing defaults under the AGA (AGA §§ 4.04(h)) 	<ul style="list-style-type: none"> - Failure gives rise to a termination right under the MDA by either GM or Delphi (MDA §§ 12.1.3 and 12.1.4)
Execution of the Sale Documents and filing of approval motion by June 1, 2009	<ul style="list-style-type: none"> - Condition to Effectiveness of the AGA (AGA §4.01(i)) 	<ul style="list-style-type: none"> - Covenant under MDA (MDA § 9.2.1)
Entry and Continuing Effectiveness of the Modification Procedures Order by June 10, 2009	<ul style="list-style-type: none"> - Condition to Effectiveness of the AGA (AGA § 4.01(j)(ii)) - Condition to Tranche C loan advance (AGA § 4.04(e)) 	
Modification Procedures Order final and non-appealable with 10 days of Tranche C Effective Date	<ul style="list-style-type: none"> - Condition to Tranche C loan advance (AGA §§ 4.04(d), (e)) 	
Scheduling of a Final Modification Hearing for July 23, 2009	<ul style="list-style-type: none"> - Condition to Effectiveness of the AGA (AGA §4.01(j)(ii)) 	<ul style="list-style-type: none"> - Covenant under MDA (MDA § 9.2.2)
Continuing effectiveness of the MDA (without default or non-waived material breach)	<ul style="list-style-type: none"> - Condition to Tranche C loan advance (AGA §§ 4.04(d)(ii), (e)) 	
Entry of a Sale Order by July 23, 2009 and finality within 10 days thereafter	<ul style="list-style-type: none"> - Condition to Tranche C loan advance (AGA §§ 4.04(d)(iv), (e)) 	<ul style="list-style-type: none"> - Condition to Obligations of Sellers and Buyers under MDA (MDA § 10.1.1) - Failure gives rise to a termination right under the MDA by Buyers (MDA § 12.1.5)
Termination of Master Disposition Agreement	<ul style="list-style-type: none"> - Termination of AGA Tranche C financing ("Tranche C Scheduled Termination Date" Definition) 	<ul style="list-style-type: none"> - Triggers effects under sections 12 and 13 of the MDA

DELPHI

Key Emergence Issues – Resolved Through MDA



DELPHI